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An Act

TO INCORPORATE

The Colonial Iron, Coal & Railway Co.

PASSED 5TH MARCH, 1895.

ST. JOHN, N. B.
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1895.





AN ACT

TO INCORPORATE "THE COLONIAL IRON, COAL
AND RAILWAY COMPANY."

Passed 5th March, 1895.

Whereas, Robert G. Leckie and divers other parties have petitioned the Legislative Assembly of this Province for the passing of an Act to incorporate the above mentioned Company, and propose to open up and operate coal mines at Grand Lake, in the County of Queens, and amongst other things to establish smelting and other works for the smelting of

iron and the production of the by-products of minerals, and it is desirable to grant the prayer of the petitioners and incorporate the said Company.

BE IT THEREFORE ENACTED BY THE LIEUTENANT GOVERNOR AND LEGISLATIVE ASSEMBLY, AS FOLLOWS :

1. Robert G. Leckie, William E. Vroom, Robert M. Thompson, R. G. Edwards Leckie, and B. F. Pearson, together with such other persons as they in writing may associate with them, and such other persons as may become shareholders in the Company hereby incorporated, are constituted a body corporate by the name of "THE COLONIAL IRON, COAL AND RAILWAY COMPANY," hereinafter called the Company, and the said Company shall have a common seal.

2. The head office of the Company shall be at Newcastle, Grand Lake, in the County of Queens, or at such other place in the Province as the Company may by by-law designate; but the first meeting for the organization of the Company shall be held at such time and place as the provisional directors may select for that purpose.

3. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors.

4. The Company may carry on the business of mining and raising minerals of all kinds, clays and

mineral substances, quarrying, milling, manufacturing, producing, selling and dealing in iron, steel and other metals, coal, coke, copper, ironstone, and all kinds of ores; may manufacture, produce, sell, supply and deal in gas, chemicals, and all other by-products of any and all minerals and mineral substances, and sell and hire the same for power, heating, lighting, manufacturing, sanitary and other purposes — may carry on the trade and business of mine owners, iron masters, founders, smelters of metals, quarrymen, ore and metal dealers — may purchase, acquire, hold, use and occupy any coal, iron, copper and other mines, mining lands, mining rights, leases, privileges and easements, and any lands or interest in lands deemed necessary or required by the Company for its purposes, works and operations, and may sell, lease, sub-lease, assign, or otherwise convey the same — may acquire, deal in and convey letters patent of invention, franchises, patent rights and privileges — may buy, sell and deal in all kinds of goods, chattels, products and merchandise — may build, erect and maintain all kinds of buildings and works; install all kinds of plant and machinery necessary for the purposes of its business; construct, operate and maintain railways and tramways for the carriage of freight, products and passengers, and all wharves, piers, roads and other works for the purpose of facilitating, carrying on or extending the Company's business, using in such works steam or other motive power — may build, own and

run steamers, tugs, barges and other kinds of vessels, and maintain lines of steamers, barges and vessels in connection with its business for the transport of freight and passengers; may acquire the good will and property, rights and franchises of any business or undertaking within the scope and objects of the Company's purposes, and in doing so to assume the debts, contracts and liabilities of any person, partnership or company selling the same—may sell or dispose of the whole or any part of the business or property of the Company to any person or to any Company formed for a purpose or with objects similar to any of the objects herein mentioned—may acquire and hold, by original subscription or otherwise, the shares, stock or bonds of any Company incorporated, or to be incorporated, with objects similar to any of the objects herein mentioned.

And the Company may construct, maintain and operate lines of telegraph and telephone lines in connection with the Company's works and undertakings, and along the lines of any railway or tramway of the Company, and may also connect the Company's mining operations and works proposed to be located at Newcastle, Grand Lake, with existing telephone or telegraph lines at Fredericton, in the County of York, and Chipman, in the County of Queens, within this Province, entering for the purpose upon public roads and highways, and exercising all the powers authorized to be conferred by the Lieutenant Gov-

ernor-in-Council by Letters Patent, under section 15 and following sections of the Joint Stock Companies' Act, 1893, upon any Company incorporated under that Act, provided that the exercise of these powers hereby conferred, to enter upon public roads and highways, to excavate and break up the same, and erect poles and string wires, and operate and maintain telegraph and telephone lines, shall be subject to such conditions, and shall be operated only under such conditions as shall be imposed or permitted by the Lieutenant Governor-in-Council in the same manner as provided by section 17 of the Joint Stock Companies' Act.

And the Company may, for the purpose of utilizing, supplying and dealing in gas and the productions of its works, enter upon any roads, streets or public highways, break up and excavate the same, and lay down pipes and conduits for the purpose of conducting its products from the points of supply to point of distribution, and may conduct the same through such pipes, and furnish, supply and distribute the same, either for power, sanitary, heating or lighting purposes, and may from time to time enter upon the said roads and highways for the renewing and repairing of their said line of pipes, but such powers as are in this clause conferred upon the Company shall be exercised subject to such conditions as the Common Council of the City of Saint John may prescribe, if such works are being laid down in the said city, and

outside of the said city shall only be exercised subject to such conditions as to the assent, supervision and control of the municipal authorities through which such pipe lines are laid regarding the manner in which the Company shall make its excavations and lay its pipes along or under such public roads and highways as such municipality may prescribe.

And the Company may also, in order to obtain an outlet for its coal and other products from the Company's mines and works at Newcastle aforesaid, either by land or water, lay out, construct and operate a line of railway of the gauge of four feet eight and one-half inches from any point on the Grand Lake, in the Parish of Newcastle, in the said County of Queens, to Gibson, in the County of York, or to Penniac or some point on the Canada Eastern Railway near Penniac, in the said last mentioned county, and the franchises hereby conferred upon the Company shall be exercised subject to the provisions of the New Brunswick Railway Act and any Acts in amendment thereof, the clauses of which Acts, so far as they may not be inconsistent with this Act and the New Brunswick Joint Stock Companies' Act, are incorporated herein; provided, however, that the said line of railway from Grand Lake to Gibson or Penniac, in the County of York, shall be *bona fide* commenced within one year from the passing of this Act, and the construction thereof *bona fide* continued so that the whole line shall be completed and open for traffic within two

years from the passing of this Act, and if not so commenced and completed within such times respectively the powers herein granted shall cease and be null and void.

And the Company, in addition to all the powers and authorities hereinbefore mentioned, may and is hereby empowered to exercise all the rights, powers, made incident to a corporation by law in this Province, and which are incident to the due, proper and effective carrying out of the purposes and objects of the Company as hereinbefore set forth.

5. The capital stock of this Company shall be one million dollars, divided into ten thousand shares of one hundred dollars each, with power to the Company to increase from time to time the amount of such capital stock to two million of dollars, as may be deemed necessary and authorized by the vote of a majority of the shareholders at any special general meeting called for that purpose, or at any general meeting of the Company.

6. (1) The Company may, by by-law, authorize the issue of such portion of the shares of the capital stock as may be declared in such by-laws, not exceeding one-half the number of such shares, as preference stock, giving the same such preference and priority as respects dividends and the rate thereof, and as to whether

the same shall be accumulative or non-accumulative, and as respects the repayment thereof out of the assets and property of the Company in the event of the winding up of the Company, over ordinary stock, as is declared by such by-law.

- (2) But such by-law, in order to have any force or validity whatever, must be adopted by a vote of shareholders representing at least two-thirds of the issued capital stock of the Company, present or represented by proxy at the meeting adopting the same, and such by-law may either be passed at the first meeting, or the meeting for the organization of the Company, or at any subsequent general meeting of the Company duly called for considering the same.
- (3) Such preference stock shall be entitled to the preference or preferences declared in such by-law, and the holders thereof shall have all the rights as such holders which are conferred upon the holders of preference stock under the provisions of the Joint Stock Companies' Act and Amending Acts.

7. The Company may authorize by by-law the issue of both common and preference shares of the Company as fully paid up stock, upon such terms and conditions as may be in such by-law declared, and may, upon such terms and conditions as may in like manner be declared, and as may be deemed to be in the interest of the Company, pay and allot such shares in part as founders' shares, and to reimburse and compensate the promoters of the Company their costs, expenses and charges, and for their services in organizing the Company, and upon terms and conditions as the Board of Directors may determine, allot such shares as fully paid up shares, in payment for all lands, mining rights and leases, mines, plant, works, wharves, steamers, vessels of all kinds, easements, shares, stock and property of any and every kind purchased by the Company, and in payment for anything the Company may purchase or acquire under this Act. The stock and shares so issued and allotted as fully paid up shall, in the hands of the holders thereof, be non-assessable.

8. The Company is hereby empowered from time to time, under the authority of a majority vote of the shares, represented in person or by proxy at any general meeting of the Company called for the purpose, or at any annual meeting thereof, in respect of the Company's undertaking other than the two several lines of railway hereinbefore mentioned, to issue at one or more times, or in one or more series,

its bonds and debentures, such bonds or debentures being in the usual form, sealed with the Company's seal and authenticated by the signature of the President or other officer, and countersigned by the Treasurer or Secretary, and such bonds or debentures may be made payable at such times and in such places, and bear interest at such rate per annum as may be declared by by-law. The amount of such bonds or debentures so issued shall not exceed in the aggregate the amount paid upon the capital stock. The Company may from time to time secure its said bonds or debentures, in this section mentioned, by mortgage or deed of trust upon all or any portion of its property other than the said lines of railway and equipment, whether such property shall be real, personal or mixed property, and including its leases, mining leases and mining rights, steamers, vessels, stock, shares or securities in other companies, powers, rights and franchises, including its corporate franchise, as conferred by this Act, and if such mortgage or deed of trust shall so declare, whether such property, rights and interests are owned or enjoyed by it at the date of such mortgage or deed of trust, or shall be thereafter acquired, and the legal and equitable rights and titles of the Company to all property acquired subsequently to the date of any mortgage or deed of trust which purports to be covered and conveyed by such mortgage or deed of trust shall vest in the said trustee or trustees for the bond holders or debenture

holders so soon as the same is acquired by the said Company, and the Company may, in and by any such mortgage or deed of trust, confer upon the holder of such bonds or debentures, or the trustee or trustees under such mortgage or deed of trust, for the benefit of the bond holders or debenture holders, such powers, rights and remedies as may be deemed advisable in order to enable the said bond holders or debenture holders, or such trustee or trustees in their behalf, to obtain the possession and enjoyment of, and the title to, such property, and to obtain the value thereof by sale or otherwise in case of default by the Company in the performance of the condition of said mortgage or deed of trust.

9. Whenever it shall become necessary that the Company should procure or become possessed of lands for the purpose of sinking shafts for mining or quarrying, or upon which to erect rolling mills or milling works, or for the purpose of constructing wharves, piers or roads, and no agreement can be made for the purpose thereof, it shall be lawful for the Company to apply by petition, with a plan of the lands annexed, to a Judge of the Supreme Court of this Province setting forth the nature and situation of the lands required, the names of the owners or occupiers thereof, and praying a conveyance of the same to the Company, whereupon the Judge, being satisfied that the lands are required for the purposes stated, and are not more extensive than may be reasonably necessary,

shall make an order to that effect, from which order an appeal shall lie to the Supreme Court *en banco*. Should no appeal be taken from such order, or should such order be confirmed on appeal, the Judge, or any Judge of the Supreme Court, shall appoint a time and place for the consideration of such petition, and shall direct notice to be given the owners or occupiers of the lands or property sought to be obtained, and the time of such notice and the method in which such notice shall be given and other particulars shall be in the discretion of the Judge. Where notice cannot be served or given personally, by reason of the place of residence of the party interested in the lands being unknown, or of his residing outside the Province, the same may be given by publication in a newspaper, or otherwise, as the Judge shall direct; and notice to be given, whether served or published, shall require such owners or occupiers to attend at such time and place as the Judge shall name. The Judge shall require the Company to nominate one appraiser, and such owners or parties interested, having a claim to such lands, to nominate one appraiser, and the Judge shall nominate a third. In case the parties, that is to say either the Company or the persons owning the lands or having interest therein, do not attend, or neglect or refuse to make such nomination, the Judge shall, on the proof of publication or service of the notice, nominate an appraiser for such party, and shall by order direct the three appraisers so appointed to

value the lands or interest in lands so required, and the appraisers, having first made oath that they will faithfully and impartially make such appraisement, shall with all convenient speed proceed to appraise such lands or other property, and shall certify a return in writing under their hands, or the hands of a majority of them, with such order and certificate of the oath aforesaid, to the Judge, who may confirm, modify, alter or reject such appraisement, or direct an appraisement *de novo*. The Company shall pay or tender the amount of the appraised value of such lands as finally confirmed, together with such expenses as may be allowed by the Judge, to the owners on such appraisement, or, in case the owners or persons in interest cannot be found, shall pay the same to the Clerk of the Supreme Court in Equity, and shall register in the office of the Registrar of Deeds and Wills for the County where the lands lie, copies of such order, oath, appraisement and confirmation, certified to by the Clerk of the Supreme Court in Equity.

10. Upon payment or tender of the amount of the appraised value as confirmed to the person entitled to receive the same, or upon payment of the amount thereof to the Clerk of the Supreme Court as hereinbefore authorized, there shall, by such award, appraisement and confirmation thereof, vest in the Company, free from all charges, liens and encumbrances of any kind, the whole and entire title to such lands, or,

if an easement only is sought therein, then the right to use the same in the manner desired by the Company and authorized by such award, appraisement and confirmation, shall vest in the Company, together with the right to take possession of the same or to do the thing for which such compensation has been awarded.

11. Compensation for any lands which may be taken without the consent of the owner shall stand in lieu thereof, and any claim to or encumbrances upon such lands, or any portion thereof, shall as against the Company be converted into a claim to the compensation only, or a like portion thereof, as the case may be.

12. Nothing in the three next preceding sections shall authorize any interference with any mining rights, coal lands or areas, or operations owned or conducted by any other parties other than the Company.

13. The Company shall not commence operations until twenty-five per cent. of its capital stock is subscribed and ten per cent. of such subscription paid up.

14. The Company shall have power to draw and accept bills of exchange and promissory notes for the purpose of its business.

15. All the provisions of the New Brunswick Joint Stock Companies' Act and the amendments thereto are incorporated herein and made part of this Act so far as the same are not inconsistent with the provisions of this Act.

16. The Company may issue bonds or debentures in respect of its line or lines of railway to the amount of ten thousand dollars per mile for each mile of such railway, such bonds or debentures being in the usual form, sealed with the Company's seal, authenticated by the signature of the President or other officer, countersigned by the Treasurer or Secretary, payable at such times or places and bearing interest at such rate per annum as may be declared by by-law. The Company may secure its bonds or debentures in this section mentioned by mortgage or deed of trust upon its line or lines of railway and equipment, but not including therein any of the property mentioned in section 8 of this Act, and such mortgage or deed of trust shall, if the same so declare, operate to convey the said line or lines of railway and equipment to the grantee in such mortgage or deed of trust named as security thereupon for such bonds or debentures, and shall, if the mortgage or deed of trust so declare, include all the property being part of the said railway and equipment acquired by the Company subsequently to the date of any such mortgage or deed of trust, and such property so subsequently acquired shall vest in the said trustee or mortgagee for the bond holders or debenture holders so soon as the same is acquired by the Company, and may be taken possession of by such trustee or mortgagee with other property included in such mortgage.